

VOYA FINANCIAL, INC.

**NOMINATING, GOVERNANCE AND SOCIAL RESPONSIBILITY
COMMITTEE CHARTER**

Committee Membership:

The Nominating, Governance and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Voya Financial, Inc. (the “Company”) shall consist of three or more non-executive members of the Board, each of whom the Board has determined (i) has no material relationship with the Company and (ii) is otherwise “independent” under the rules of the New York Stock Exchange, Inc.

The members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities:

The primary purpose of the Committee is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend to the Board, the director nominees to stand for election at each annual meeting of shareholders of the Company or to fill vacancies on the Board, (iii) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and its subsidiaries, and (iv) oversee the annual performance evaluation of the Board and each of its committees. The Committee shall also recommend directors eligible to serve on the committees of the Board.

In furtherance of its purpose, the Committee shall:

1. identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board set forth in the Company’s Corporate Governance Guidelines, and to select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders; in the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders; in selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company’s Corporate Governance Guidelines, and such other factors as it deems appropriate; these factors may include judgment, skill, diversity (including diversity of gender, race and ethnicity), experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to

which the candidate would be a desirable addition to the Board and any committees of the Board; the Committee may consider candidates proposed by management, but is not required to do so;

2. develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director;
3. identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee; in nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members;
4. recommend to the Board changes that the Committee believes to be desirable in the size of the Board or any committee;
5. review and report to the Board with respect to orientation of new Board members and Board member education;
6. recommend to the Board any changes to the Board's committee structure that the Committee believes to be necessary or desirable;
7. review the succession plan for the Chief Executive Officer at least annually;
8. establish procedures for the Committee to exercise oversight of the evaluation of the Board and management;
9. review, report and recommend to the Board, in consultation with such other sources as it deems appropriate, including compensation consultants, on compensation of directors and Board committee members;
10. develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review those guidelines at least annually;
11. annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
12. annually review its own performance in accordance with the "Performance Evaluation" section below and lead the Board in its annual review of the performance of the Board and the other committees;
13. assist management in the preparation of the disclosure in the Company's annual

proxy statement regarding director independence, compensation and benefits of non-management directors and the operations of the Committee;

14. review information about the Company's major shareholders and their priorities, particularly with respect to their corporate governance policies, and review and make recommendations to the Board on shareholder proposals received by the Company;
15. review an annual report on political activities, contributions and lobbying expenses and monitor and evaluate the Company's ongoing political strategy as it relates to overall public policy objectives;
16. review the Company's Directors' and Officers' insurance program;
17. assist the Board in overseeing and reviewing information regarding corporate responsibility matters of significance to the Company, including, without limitation, significant policies, procedures and practices and receive periodic reports on related activities and initiatives;
18. make recommendations to the Board of Directors regarding the election or appointment of officers of the Company;
19. review and approve all related party transactions in accordance with the Company's related party transaction approval policy, and promptly alert the Audit Committee chairperson of any related party transaction that may require a disclosure;
20. review any request for a waiver of the Company's Code of Business Conduct and Ethics and recommend to the Board whether such waiver should be granted;
21. review periodically the Company's organizational documents, and, if appropriate, recommend changes to the Board;
22. make regular reports to the Board and maintain minutes of its meetings and records relating to those meetings and the Company's activities; and
23. perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Committee Structure and Operations:

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The chairperson may temporarily delegate his or her responsibilities to another member of the Committee if he or she is not available to perform them. The Committee shall meet at least four times a year determined by the Committee chairperson in consultation with management, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed

necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Delegation to Subcommittee:

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Performance Evaluation:

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.